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SAN FRANCISCO
LOS ANGELES
OAKLAND
ORANGE COUNTY

17358/A

WASHINGTON, D.C.
HONG KONG
SAN JOSE
HOUSTON

MAY 30 1991 10:10 AM

INTERSTATE COMMERCE COMMISSION

May 30, 1991

NEW NUMBER

1-150A004

17358

REGISTRATION NO. FILED 1425

MAY 30 1991 10:30 AM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Recordation Unit
Room 2303
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are an original and one certified true copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The first document, Memorandum of Equipment Lease Agreement, dated as of May 30, 1991, is a primary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank
777 Main Street
Hartford, CT 06115

Occidental Chemical Corporation
Occidental Tower
5005 LBJ Freeway
Dallas, TX 75244

The second document, Memorandum of Trust Indenture and Security Agreement, dated as of May 30, 1991, is a primary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank
777 Main Street
Hartford, CT 06115

Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, MD 21203

CT, Rapinder
Dianna Lyman

Ms. Mildred Lee
December 14, 1990
Page 2

A description of the equipment covered by each of these documents follows: HDPE/PVC Hopper Cars and Salt Cake Hopper Cars. The identifying marks for this equipment are provided in Appendix A attached hereto.

A filing fee of \$30.00 is enclosed. Please return to the undersigned the original and any extra copies not needed by the Commission for recordation.

A short summary of the document, to appear in the index follows:

Memorandum of Equipment Lease Agreement, dated as of May 30, 1991, among The Connecticut National Bank, not in its individual capacity but solely as trustee, as Owner Trustee, and Occidental Chemical Corporation, as Lessee.

Memorandum of Trust Indenture and Security Agreement, dated as of May 30, 1991, among The Connecticut National Bank, not in its individual capacity but solely as trustee, as Owner Trustee and Mercantile-Safe Deposit and Trust Company, as Indenture Trustee.

Very truly yours,

THELEN, MARRIN, JOHNSON & BRIDGES



Mark S. Peters

Enc.

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT is made and entered into as of the 30th day of May, 1991 by and between The Connecticut National Bank, not in its individual capacity, but solely as Owner Trustee ("Lessor"), having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115, and Occidental Chemical Corporation ("Lessee"), having its principal offices at Occidental Tower, 5005 LBJ Freeway, Dallas, Texas 75244:

WITNESSETH:

Pursuant to an Equipment Lease Agreement dated as of May 30, 1991, Lessor has leased to Lessee all equipment described in Appendix A hereto and Lessee has granted a security interest in all subleases of all such equipment.

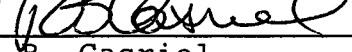
This Memorandum of Equipment Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity
but solely as Owner Trustee,
as Lessor

By: _____
Name: _____
Title: _____

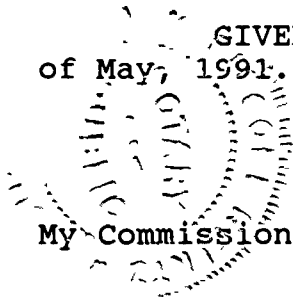
OCCIDENTAL CHEMICAL CORPORATION,
as Lessee

By: 
Name: R. B. Casriel
Title: Vice President and Treasurer

State of Connecticut)
) ss.
County of Hartford)

BEFORE ME, the undersigned notary, on this day personally appeared Robert L. Reynolds, to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a Corporate Trust Officer of The Connecticut National Bank ("Lessor"), that the above Memorandum of Equipment Lease Agreement was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease Agreement was the free act and deed of said Lessor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of May, 1991.



Sandra Heff
NOTARY PUBLIC

My Commission Expires:

DAUNI PICCOLI MEINTZ
NOTARY PUBLIC

Date MY COMMISSION EXPIRES MARCH 31, 1992

State of California)
) ss.
County of Los Angeles)

BEFORE ME, the undersigned notary, on this day personally appeared _____, to me personally known or so proven to be, who, being by me duly sworn, says that he/she is the _____ of Occidental Chemical Corporation, a New York corporation ("Lessee"), that the above Memorandum of Equipment Lease Agreement was signed on behalf of the Lessee by authority of the Board of Directors of Lessee and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease Agreement was the free act and deed of said Lessee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this ____ day of May, 1991.

NOTARY PUBLIC

My Commission Expires:

Date

State of Connecticut)
) ss.
County of Hartford)

BEFORE ME, the undersigned notary, on this day personally appeared _____, to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a _____ of The Connecticut National Bank ("Lessor"), that the above Memorandum of Equipment Lease Agreement was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease Agreement was the free act and deed of said Lessor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this ____ day
of May, 1991.

NOTARY PUBLIC

My Commission Expires:

Date _____

State of California)
) ss.
County of Los Angeles)

BEFORE ME, the undersigned notary, on this day personally appeared R. B. Casriel, to me personally known or so proven to be, who, being by me duly sworn, says that he/~~she~~ is the V. P. and Treasurer of Occidental Chemical Corporation, a New York corporation ("Lessee"), that the above Memorandum of Equipment Lease Agreement was signed on behalf of the Lessee by authority of the Board of Directors of Lessee and he/~~she~~ acknowledged that the execution of the foregoing Memorandum of Equipment Lease Agreement was the free act and deed of said Lessee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 20th day
of May, 1991.

NOTARY PUBLIC
Cynthia E. Danaher

My Commission Expires:

May 12, 1992

Date _____

0687P



OCCIDENTAL CHEMICAL CORPORATION
(60) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62351
ALAX 62352
ALAX 62353
ALAX 62354
ALAX 62355
ALAX 62356
ALAX 62357
ALAX 62358
ALAX 62359
ALAX 62360
ALAX 62361
ALAX 62362
ALAX 62363
ALAX 62364
ALAX 62365
ALAX 62366
ALAX 62367
ALAX 62368
ALAX 62369
ALAX 62370
ALAX 62371
ALAX 62372
ALAX 62373
ALAX 62374
ALAX 62375
ALAX 62376
ALAX 62377
ALAX 62378
ALAX 62379
ALAX 62380
ALAX 62381
ALAX 62382

OCCIDENTAL CHEMICAL CORPORATION
(60) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62383
ALAX 62384
ALAX 62385
ALAX 62386
ALAX 62387
ALAX 62388
ALAX 62389
ALAX 62390
ALAX 62391
ALAX 62392
ALAX 62393
ALAX 62394
ALAX 62395
ALAX 62396
ALAX 62397
ALAX 62398
ALAX 62399
ALAX 62400
ALAX 62401
ALAX 62402
ALAX 62403
ALAX 62404
ALAX 62405
ALAX 62406
ALAX 62407
ALAX 62408
ALAX 62409
ALAX 62410

OCCIDENTAL CHEMICAL CORPORATION
(150) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62201
ALAX 62202
ALAX 62203
ALAX 62204
ALAX 62205
ALAX 62206
ALAX 62207
ALAX 62208
ALAX 62209
ALAX 62210
ALAX 62211
ALAX 62212
ALAX 62213
ALAX 62214
ALAX 62215
ALAX 62216
ALAX 62217
ALAX 62218
ALAX 62219
ALAX 62220
ALAX 62221
ALAX 62222
ALAX 62223
ALAX 62224
ALAX 62225
ALAX 62226
ALAX 62227
ALAX 62228
ALAX 62229
ALAX 62230
ALAX 62231
ALAX 62232

OCCIDENTAL CHEMICAL CORPORATION
(150) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62233
ALAX 62234
ALAX 62235
ALAX 62236
ALAX 62237
ALAX 62238
ALAX 62239
ALAX 62240
ALAX 62241
ALAX 62242
ALAX 62243
ALAX 62244
ALAX 62245
ALAX 62246
ALAX 62247
ALAX 62248
ALAX 62249
ALAX 62250
ALAX 62251
ALAX 62252
ALAX 62253
ALAX 62254
ALAX 62255
ALAX 62256
ALAX 62257
ALAX 62258
ALAX 62259
ALAX 62260
ALAX 62261
ALAX 62262
ALAX 62263
ALAX 62264

OCCIDENTAL CHEMICAL CORPORATION
(150) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62265
ALAX 62266
ALAX 62267
ALAX 62268
ALAX 62269
ALAX 62270
ALAX 62271
ALAX 62272
ALAX 62273
ALAX 62274
ALAX 62275
ALAX 62276
ALAX 62277
ALAX 62278
ALAX 62279
ALAX 62280
ALAX 62281
ALAX 62282
ALAX 62283
ALAX 62284
ALAX 62285
ALAX 62286
ALAX 62287
ALAX 62288
ALAX 62289
ALAX 62290
ALAX 62291
ALAX 62292
ALAX 62293
ALAX 62294
ALAX 62295
ALAX 62296

OCCIDENTAL CHEMICAL CORPORATION
(150) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62297
ALAX 62298
ALAX 62299
ALAX 62300
ALAX 62301
ALAX 62302
ALAX 62303
ALAX 62304
ALAX 62305
ALAX 62306
ALAX 62307
ALAX 62308
ALAX 62309
ALAX 62310
ALAX 62311
ALAX 62312
ALAX 62313
ALAX 62314
ALAX 62315
ALAX 62316
ALAX 62317
ALAX 62318
ALAX 62319
ALAX 62320
ALAX 62321
ALAX 62322
ALAX 62323
ALAX 62324
ALAX 62325
ALAX 62326
ALAX 62327
ALAX 62328

OCCIDENTAL CHEMICAL CORPORATION
(150) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62329
ALAX 62330
ALAX 62331
ALAX 62332
ALAX 62333
ALAX 62334
ALAX 62335
ALAX 62336
ALAX 62337
ALAX 62338
ALAX 62339
ALAX 62340
ALAX 62341
ALAX 62342
ALAX 62343
ALAX 62344
ALAX 62345
ALAX 62346
ALAX 62347
ALAX 62348
ALAX 62349
ALAX 62350

OCCIDENTAL CHEMICAL CORPORATION
(81) HDPE Hopper Cars
ACF Industries

CAR NUMBER

*****:

ALAX 62001
ALAX 62002
ALAX 62003
ALAX 62004
ALAX 62005
ALAX 62006
ALAX 62007
ALAX 62008
ALAX 62009
ALAX 62010
ALAX 62011
ALAX 62014
ALAX 62017
ALAX 62020
ALAX 62021
ALAX 62022
ALAX 62023
ALAX 62028
ALAX 62030
ALAX 62031
ALAX 62033
ALAX 62034
ALAX 62035
ALAX 62036
ALAX 62039
ALAX 62040
ALAX 62043
ALAX 62044
ALAX 62046
ALAX 62047
ALAX 62048
ALAX 62049

OCCIDENTAL CHEMICAL CORPORATION
(81) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62051

ALAX 62052

ALAX 62054

ALAX 62055

ALAX 62059

ALAX 62063

ALAX 62065

ALAX 62068

ALAX 62071

ALAX 62072

ALAX 62073

ALAX 62074

ALAX 62075

ALAX 62076

ALAX 62077

ALAX 62078

ALAX 62079

ALAX 62080

ALAX 62082

ALAX 62087

ALAX 62088

ALAX 62089

ALAX 62090

ALAX 62091

ALAX 62092

ALAX 62093

ALAX 62094

ALAX 62097

ALAX 62098

ALAX 62099

ALAX 62100

ALAX 62101

OCCIDENTAL CHEMICAL CORPORATION
(81) HDPE Hopper Cars
ACF Industries

CAR NUMBER

ALAX 62102

ALAX 62103

ALAX 62104

ALAX 62105

ALAX 62106

ALAX 62107

ALAX 62108

ALAX 62109

ALAX 62110

ALAX 62111

ALAX 62112

ALAX 62113

ALAX 62114

ALAX 62115

ALAX 62116

ALAX 62117

ALAX 62118

OCCIDENTAL CHEMICAL CORPORATION
(181) Salt Cake Hopper Cars
ACF Industries

CAR NUMBER

HOKX 750001
HOKX 750002
HOKX 750003
HOKX 750004
HOKX 750005
HOKX 750006
HOKX 750007
HOKX 750008
HOKX 750009
HOKX 750010
HOKX 750011
HOKX 750012
HOKX 750013
HOKX 750014
HOKX 750015
HOKX 750016
HOKX 750017
HOKX 750018
HOKX 750019
HOKX 750020
HOKX 750021
HOKX 750022
HOKX 750023
HOKX 750024
HOKX 750025
HOKX 750026
HOKX 750027
HOKX 750028
HOKX 750029
HOKX 750030
HOKX 750031
HOKX 750032

OCCIDENTAL CHEMICAL CORPORATION
(181) Salt Cake Hopper Cars
ACF Industries

CAR NUMBER

HOKX 750033
HOKX 750034
HOKX 750035
HOKX 750036
HOKX 750037
HOKX 750038
HOKX 750039
HOKX 750040
HOKX 750041
HOKX 750042
HOKX 750043
HOKX 750044
HOKX 750045
HOKX 750046
HOKX 750047
HOKX 750048
HOKX 750049
HOKX 750050
HOKX 750051
HOKX 750052
HOKX 750053
HOKX 750054
HOKX 750055
HOKX 750056
HOKX 750057
HOKX 750058
HOKX 750059
HOKX 750060
HOKX 750061
HOKX 750062
HOKX 750063
HOKX 750064

OCCIDENTAL CHEMICAL CORPORATION
(181) Salt Cake Hopper Cars
ACF Industries

CAR NUMBER

HOKX 750065
HOKX 750066
HOKX 750067
HOKX 750068
HOKX 750069
HOKX 750070
HOKX 750071
HOKX 750072
HOKX 750073
HOKX 750074
HOKX 750075
HOKX 750076
HOKX 750077
HOKX 750078
HOKX 750079
HOKX 750080
HOKX 750081
HOKX 750082
HOKX 750083
HOKX 750084
HOKX 750085
HOKX 750086
HOKX 750087
HOKX 750088
HOKX 750089
HOKX 750090
HOKX 750091
HOKX 750092
HOKX 750093
HOKX 750094
HOKX 750095
HOKX 750096

OCCIDENTAL CHEMICAL CORPORATION
(181) Salt Cake Hopper Cars
ACF Industries

CAR NUMBER

HOKX 750097
HOKX 750098
HOKX 750099
HOKX 750100
HOKX 750101
HOKX 750102
HOKX 750103
HOKX 750104
HOKX 750105
HOKX 750106
HOKX 750107
HOKX 750108
HOKX 750109
HOKX 750110
HOKX 750111
HOKX 750112
HOKX 750113
HOKX 750114
HOKX 750115
HOKX 750116
HOKX 750117
HOKX 750118
HOKX 750119
HOKX 750120
HOKX 750121
HOKX 750122
HOKX 750123
HOKX 750124
HOKX 750125
HOKX 750126
HOKX 750127
HOKX 750128

OCCIDENTAL CHEMICAL CORPORATION
(181) Salt Cake Hopper Cars
ACF Industries

CAR NUMBER

HOKX 750129
HOKX 750130
HOKX 750131
HOKX 750132
HOKX 750133
HOKX 750134
HOKX 750135
HOKX 750136
HOKX 750137
HOKX 750138
HOKX 750139
HOKX 750140
HOKX 750141
HOKX 750142
HOKX 750143
HOKX 750144
HOKX 750145
HOKX 750146
HOKX 750147
HOKX 750148
HOKX 750149
HOKX 750150
HOKX 750151
HOKX 750152
HOKX 750153
HOKX 750154
HOKX 750155
HOKX 750156
HOKX 750157
HOKX 750158
HOKX 750159
HOKX 750160

OCCIDENTAL CHEMICAL CORPORATION
(181) Salt Cake Hopper Cars
ACF Industries

CAR NUMBER

HOKX 750161
HOKX 750162
HOKX 750163
HOKX 750164
HOKX 750165
HOKX 750166
HOKX 750167
HOKX 750168
HOKX 750169
HOKX 750170
HOKX 750171
HOKX 750172
HOKX 750173
HOKX 750174
HOKX 750175
HOKX 750176
HOKX 750177
HOKX 750178
HOKX 750179
HOKX 750180
HOKX 750181

BUILT MONTH	EQUIP. GROUP NUMBER	MARK	CAR NUMBER	AAR CODE	DOT CLASS	BCV SPECS
MAR 1992	2	UTCX	59762	C214	"LO"	
MAR 1992	2	UTCX	59763	C214	"LO"	
MAR 1992	2	UTCX	59764	C214	"LO"	
MAR 1992	2	UTCX	59765	C214	"LO"	
MAR 1992	2	UTCX	59766	C214	"LO"	
MAR 1992	2	UTCX	59767	C214	"LO"	
MAR 1992	2	UTCX	59768	C214	"LO"	
MAR 1992	2	UTCX	59769	C214	"LO"	
MAR 1992	2	UTCX	59770	C214	"LO"	
MAR 1992	2	UTCX	59771	C214	"LO"	
MAR 1992	2	UTCX	59772	C214	"LO"	
MAR 1992	2	UTCX	59773	C214	"LO"	
MAR 1992	2	UTCX	59774	C214	"LO"	

TOTAL COVERED HOPPER
CARS 5,750 CU.FT.:

407